

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

FRESNO COUNTY EMPLOYEES'
RETIREMENT ASSOCIATION, EMPLOYEES'
RETIREMENT SYSTEM OF THE CITY OF
BATON ROUGE AND PARISH OF EAST
BATON ROUGE, and WILLIAM HUFF,
individually and on behalf of all others similarly
situated,

Plaintiffs,

v.

COMSCORE, INC., SERGE MATTA, MELVIN
WESLEY III, MAGID M. ABRAHAM,
KENNETH J. TARPEY, WILLIAM J.
HENDERSON, RUSSELL FRADIN, GIAN M.
FULGONI, WILLIAM KATZ, RONALD J.
KORN, JOAN LEWIS, RENTRAK
CORPORATION, DAVID BOYLAN, DAVID I.
CHEMEROW, WILLIAM ENGEL, PATRICIA
GOTTESMAN, WILLIAM LIVEK, ANNE
MACDONALD, MARTIN O'CONNOR, BRENT
ROSENTHAL, and RALPH SHAW,

Defendants.

CASE NO. 1:16-cv-01820-JGK

Oral Argument Requested

**DECLARATION OF STEPHEN A. SWEDLOW IN SUPPORT OF COMSCORE
DEFENDANTS' MEMORANDUM IN SUPPORT OF THEIR MOTION TO DISMISS
PLAINTIFFS' CONSOLIDATED AMENDED CLASS ACTION COMPLAINT**

I, Stephen A. Swedlow, declare as follows:

1. I am a partner at Quinn Emanuel Urquhart & Sullivan and counsel for Defendants comScore, Inc., Serge Matta, Magid M. Abraham, Kenneth J. Tarpey, William J. Henderson, Russell Fradin, Gian M. Fulgoni, William Katz, Ronald J. Korn, and Joan Lewis in this matter. Except as set forth below, I make this declaration of my own personal knowledge and, if called to testify, I could and would competently testify hereto under oath. I make this Declaration in Support of comScore Defendants' Memorandum in support of their Motion to Dismiss Plaintiffs'

Consolidated Amended Class Action Complaint.

2. Attached as Exhibit A is a compilation of the Individual Defendants' Stock Dispositions. The information in Exhibit A summarizes Exhibits B, C, D, F, H, I, and J for the Court's convenience.

3. Attached as Exhibit B is a true and correct copy of the U.S. Securities and Exchange Commission website listing the dispositions of Serge Matta.

4. Attached as Exhibit C is a true and correct copy of the U.S. Securities and Exchange Commission Statement of Changes in Beneficial Ownership between Serge Matta and comScore, Inc.

5. Attached as Exhibit D is a true and correct copy of the U.S. Securities and Exchange Commission website listing the dispositions of Melvin Wesley III.

6. Attached as Exhibit E is a true and correct copy of a transcript of the comScore Quarter 1 2015 Results Earnings Call, dated May 5, 2015.

7. Attached as Exhibit F is a true and correct copy of the U.S. Securities and Exchange Commission website listing the dispositions of Magid Abraham.

8. Attached as Exhibit G is a true and correct copy of the U.S. Securities and Exchange Commission website listing the dispositions of Magid Abraham for September 2013.

9. Attached as Exhibit H is a true and correct copy of the U.S. Securities and Exchange Commission website listing the dispositions of Kenneth Tarpey.

10. Attached as Exhibit I is a true and correct copy of the U.S. Securities and Exchange Commission website listing the dispositions of William Henderson.

11. Attached as Exhibit J is a true and correct copy of the U.S. Securities and Exchange Commission Statement of Changes in Beneficial Ownership between William Henderson and

Acxiom Corp.

12. Attached as Exhibit K is a true and correct copy of a compilation of excerpts from the following press releases and presentations cited in the Amended Consolidated Class Action Complaint:

- a) a press release dated February 11, 2014, titled "comScore, Inc. Reports Fourth Quarter and Full Year 2013 Results";
- b) a presentation dated April 29, 2014, titled "First Quarter 2014 Financial Results – Supplemental Conference Call Presentation";
- c) a press release dated April 29, 2014, titled "comScore, Inc. Reports First Quarter 2014 Results";
- d) a presentation dated August 5, 2014, titled "Second Quarter 2014 Financial Results – Supplemental Conference Call Presentation";
- e) a press release dated August 5, 2014, titled "comScore, Inc. Reports Second Quarter 2014 Results";
- f) a presentation dated October 28, 2014, titled "Third Quarter 2014 Financial Results – Supplemental Conference Call Presentation";
- g) a press release dated October 28, 2014, titled "comScore, Inc. Reports Third Quarter 2014 Results";
- h) a presentation dated February 12, 2015, titled "Fourth Quarter and Full Year 2014 Financial Results – Supplemental Conference Call Presentation";
- i) a press release dated February 12, 2015, titled "comScore, Inc. Reports Fourth Quarter and Full Year 2014 Results";
- j) a press release dated May 5, 2015, titled "comScore, Inc. Reports First Quarter 2015

Results";

k) a presentation dated August 4, 2015, titled "Second Quarter 2015 Financial Results – Supplemental Conference Call Presentation";

l) a press release dated August 4, 2015, titled "comScore, Inc. Reports Second Quarter 2015 Results";

m) a presentation dated November 5, 2015, titled "Third Quarter 2015 Financial Results – Supplemental Conference Call Presentation";

n) a press release dated November 5, 2015, titled "comScore, Inc. Reports Third Quarter 2015 Results";

o) a presentation dated February 17, 2016, titled "Fourth Quarter and Full Year 2015 Financial Results – Supplemental Conference Call Presentation";

p) a press release dated February 17, 2016 titled "comScore, Inc. Reports Fourth Quarter and Full Year 2015 Results".

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on December 9, 2016.

/s/ Stephen A. Swedlow

Counsel for comScore, Inc., Serge Matta, Magid M. Abraham, Kenneth J. Tarpey, William J. Henderson, Russell Fradin, Gian M. Fulgoni, William Katz, Ronald J. Korn, and Joan Lewis